

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW

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December 30, 1994

Country Club - Fern Hill

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

18820 B
RECORDED
INDEXED
DEC 31 1994
FBI - WASH DC

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder are two (2) executed counterparts of a secondary document, not previously recorded, entitled Partial Release ("Partial Release"), dated as of December 30, 1994.

The parties to the enclosed Partial Release are as follows:

LESSOR/ASSIGNOR:	Rail Co. VI 1209 Orange Street Wilmington, Delaware 19801
LESSEE:	Cargill, Incorporated 15407 McGinty Road West Wayzata, Minnesota 55391
ASSIGNEE:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001

The said Partial Release, among other things, releases, discharges, deletes and terminates from that certain Equipment Leasing Agreement, dated as of May 15, 1994 and recorded under Recordation No. 18820, and from that certain Assignment of Lease, dated as of May 15, 1994 and recorded under Recordation No. 18820-A, the three (3) covered hopper cars identified with the following

Letter to Secretary Vernon A. Williams
December 30, 1994
Page 2

marks and numbers: CLSX 1405, CLSX 1406 and CLSX 1407. Accordingly, the enclosed Partial Release should be recorded under the next available letter under Recordation No. 18820, which we believe is -B.

The units of equipment released by the Partial Release are those three (3) covered hopper cars identified with the following marks and numbers: CLSX 1405, CLSX 1406 and CLSX 1407.

A short summary of the Partial Release to appear in the ICC Index is as follows:

"Partial Release"

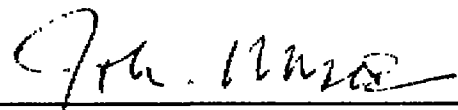
Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

RAIL CO. VI
CARGILL, INCORPORATED
WILMINGTON TRUST COMPANY

By:



John K. Maser III
Attorney-In-Fact

Attachment
1200-140

12/30/94

John K. Maser, III
Donelan, Cleary, Wood & Maser, P. C.
1100 New York Avenue, NW., Ste. 750
Washington DC. 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/30/94 at 11:30AM, and assigned recordation number(s). 18820-F and 18821-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100470030)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

James M. Fort

PARTIAL RELEASE

This Partial Release, dated as of December 30, 1994 ("Partial Release"), by and among Rail Co. VI, a Delaware corporation ("Lessor"), Cargill, Incorporated, a Delaware corporation ("Lessee"), and Wilmington Trust Company, a Delaware corporation, as Security Trustee ("Secured Party"); and

WHEREAS, Lessor and Lessee entered into that certain Equipment Leasing Agreement, dated as of May 15, 1994 (the "Lease") for the lease of certain covered hopper cars and the Lease was recorded with the Interstate Commerce Commission ("ICC") on May 26, 1994 under Recordation No. 18820; and

WHEREAS, Lessor, as Assignor, and Secured Party, as Assignee, entered into that certain Assignment of Lease, dated as of May 15, 1994 ("Assignment") providing for the assignment of the Lease, which Assignment was recorded with the ICC on May 26, 1994 under Recordation No. 18820-A; and


WHEREAS, Lessor, as Debtor and Secured Party entered into that certain Security Agreement, dated as of May 15, 1994 ("Security Agreement") and the Security Agreement was recorded with the ICC on May 26, 1994 under Recordation No. 18821; and

WHEREAS, Lessor (as Lessor, Assignor and Debtor), Lessee, and Secured Party (as Assignee and Secured Party) wish to release, terminate and delete certain units of equipment from the Lease, the Assignment and the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties herein release, discharge, delete and terminate from the Lease, the Assignment and the Security Agreement the three (3) covered hopper cars identified with the following marks and numbers: CLSX 1405, CLSX 1406 and CLSX 1407.

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Release to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

 *John J. [Signature]*

RAIL CO. VI

By: *Michael J. [Signature]*

Title: PRESIDENT

ATTEST:

CARGILL, INCORPORATED

By: _____

Title: _____

ATTEST:

WILMINGTON TRUST COMPANY

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Release to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:


RAIL CO. VI


By: _____

Title: _____

ATTEST:

CARGILL, INCORPORATED


Linda L. Cutler, Vice President,
Assistant General Counsel and
Assistant Secretary

By: 
Lawrence F. O. [unclear], Controller
Title Salt Division

ATTEST:

WILMINGTON TRUST COMPANY

By: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Release to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

RAIL CO. VI

By: _____

Title: _____

ATTEST:

CARGILL, INCORPORATED

By: _____

Title: _____

ATTEST:

WILMINGTON TRUST COMPANY as
SECURITY TRUSTEE

By:  _____

Title: Assistant Vice President

STATE OF DELAWARE

COUNTY OF NEW CASTLE

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)
)

SS:

On this 28 day of December, 1994, before me personally appeared Carolyn C Daniels, to me personally known, who being by me duly sworn, says that (s)he is Assistant Vice President of WILMINGTON TRUST COMPANY, that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Paula M Sulecki
Notary Public

My commission expires:

PAULA M SULECKI
NOTARY PUBLIC
My commission expires April 14, 1996

STATE OF MINNESOTA
COUNTY OF HENNEPIN

)
) SS:
)

On this 28 day of December, 1994, before me personally appeared Lawrence L. Overstreet, to me personally known, who being by me duly sworn, did say that (s)he is Controller Salt Division of CARGILL, INCORPORATED, that the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan M. Ireland
Notary Public

My commission expires:

